

JUN 09 '09

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LAW OFFICES OF
LOUIS E. GITOMER

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SURFACE TRANSPORTATION BOARD

THE ADAMS BUILDING, SUITE 301
600 BALTIMORE AVENUE
TOWSON, MARYLAND 21204-4022
(202) 466-6532
FAX (410) 332 0885

June 9, 2009

Honorable Anne K. Quinlan
Acting Secretary
Surface Transportation Board
Washington, DC 20423

Dear Acting Secretary Quinlan:

I have enclosed for filing the document described below, to be recorded pursuant to 49 U.S.C. § 11301.

The document is a Memorandum of Lease Agreement, a primary document, dated as of June 9, 2009. We request that this document be given the next available recordation number.

The names and addresses of the parties to the Memorandum of Lease Agreement are:

Lessor:

Banc of America Leasing & Capital, LLC
2059 Northlake Parkway, 4 South
Tucker, GA 30084

Lessee:

Cemex, Inc.
1200 Smith Street
Houston, TX 77002

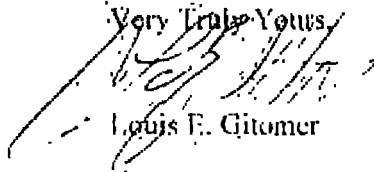
A description of the equipment covered by the Memorandum of Lease Agreement consists of 100 Trinity Cement Twin Covered Hopper Cars numbered SDWX 10234-10333, inclusive.

Honorable Anne K. Quinlan
June 9, 2009
Page 2

A fee of \$41.00 is enclosed. Please return one copy by email to:

Louis E. Gitomer
600 Baltimore Avenue, Suite 301
Towson, MD 21204
Lou_Gitomer@verizon.net

A short summary of the document to appear in the index follows: a Memorandum of Lease Agreement between Banc of America Leasing & Capital, LLC, 2059 Northlake Parkway, 4th Floor, Tucker, GA 30084-4431, and Cemex, Inc., 1200 Smith Street, Houston, TX 77002, covering 100 Trinity Cement Twin Covered Hopper Cars numbered SDWX 10234-10333, inclusive.

Very Truly Yours,

Louis E. Gitomer

Enclosure

RECORDATION NO. 27965 FILED

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SURFACE TRANSPORTATION BOARD

MEMORANDUM OF LEASE AGREEMENT

dated as of June 9, 2009

between

CEMEX, INC.
as Lessee

and

BANC OF AMERICA LEASING & CAPITAL, LLC
as Lessor

MEMORANDUM OF LEASE AGREEMENT

This MEMORANDUM OF LEASE AGREEMENT is made and entered into as of June 2, 2009, by and between CEMEX, INC. ("Lessee") and BANC OF AMERICA LEASING & CAPITAL, LLC ("Lessor"), with reference to the following:

1. Lessor has agreed purchase and lease to Lessee, and Lessee has agreed to lease from Lessor, those certain railcars described on Exhibit No. 1 attached hereto (the "Railcars").

2. All of such railcars are more fully described in that certain Rail Equipment Net Leasing Agreement dated as of December 9, 2008, and Schedule No. 004 thereto and incorporating the terms thereof, dated as of the date hereof (together with all of its riders, schedules and other attachments thereto, collectively, the "Lease"); each between Lessor and Lessee.

3. The Lease shall be effective as of the date hereof and shall be subject to the term specified in the Lease, and any extension of such term to the extent provided for in the Lease.

4. This Memorandum of Lease Agreement may be executed in any number of counterparts, each executed counterpart constituting an original but all together only one Memorandum of Lease Agreement.

IN WITNESS WHEREOF, the parties hereto have executed or caused this Memorandum of Lease Agreement to be executed as of the date first above written.

BANC OF AMERICA LEASING & CAPITAL, LLC

as Lessor

By: 

Name: Annemarie L. Warren

Title: Vice President

CEMEX, INC.

as Lessee

By: 

Name: Alejandro Benavides

Title: Treasurer

STATE OF MASSACHUSETTS)
) -ss.
County of Suffolk)

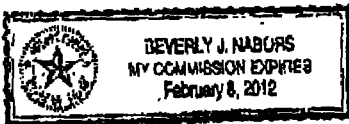
On this 9th day of June, 2009, before me, Alison Oldmixon, the undersigned
Notary Public, personally appeared AnneMarie L. Warren personally known to me to
be the person who executed the within instrument as vice President on behalf
of the corporation therein named, and acknowledged to me that the corporation executed it.



Alison C. Oldmixon
Notary Public for Bank of America Leasing & Capital, LLC
My Commission expires 11/7/2014

STATE OF TEXAS)
) -ss.
County of Harris)

On this 4th day of June, 2009, before me, BEVERLY J. NABORS, the undersigned
Notary Public, personally appeared ALEJANDRO BENAVIDES personally known to me to
be the person who executed the within instrument as TREASURER on behalf
of the corporation therein named, and acknowledged to me that the corporation executed it.



Beverly J. Nabors
Notary Public for Cernex Inc
My Commission expires 2/8/2012

EXHIBIT NO. 1
TO MEMORANDUM OF LEASE AGREEMENT

One hundred (100) Trinity Cement Twin Covered Hopper Cars built in 1998 numbered SDWX 10234-10333, inclusive.